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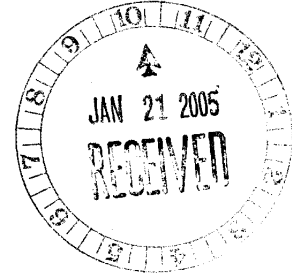
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Associate General Counsel

UPS Next Day Air

January 20, 2005

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001
(202) 565-1674



Re: Finance Docket No. 34549

Dear Secretary Williams:

Please find enclosed an original and ten copies of United Transportation Union's Petition to Revoke Exemption to be filed in the above-captioned matter. In accordance with prior Board orders, we have also enclosed a disk in WordPerfect format.

Thank you for your cooperation.

ENTERED
Office of Proceedings

JAN 26 2004

Part of
Public Record

Sincerely,

Daniel R. Elliott, III
Associate General Counsel

Enclosures

cc: C. J. Miller, III, General Counsel

FILED

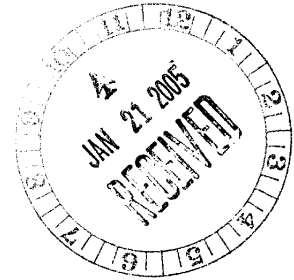
JAN 25 2005

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34549

**ILLINOIS RAILNET, INC. – ACQUISITION AND
OPERATION EXEMPTION – THE BURLINGTON
NORTHERN AND SANTA FE RAILWAY COMPANY**

**UNITED TRANSPORTATION UNION'S
PETITION TO REVOKE EXEMPTION**



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Public Record

FILED

JAN 24 2004

Daniel R. Elliott, III
Associate General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, Ohio 44107
Tel: (216) 228-9400
Fax: (216) 228-0937

United Transportation Union (“UTU”) respectfully submits its Petition to Revoke the exemption since application of Sections 10902 and 11323-5 are necessary to carry out the transportation policy of § 10101. *See* 49 U.S.C. § 10502.

UTU’s petition is based upon the fact that the Illinois Railnet, Inc. (“IR”) is seeking an automatic exemption to acquire and operate about 24.7 miles of railroad from Burlington Northern and Santa Fe Railway Company (“BNSF”): (1) a portion of BNSF’s Oregon Subdivision between milepost 98.75 at Oregon, IL and milepost 105.78 at Mt. Morris, IL and (2) a portion of BNSF’s La Salle Subdivision between milepost 25.7 at La Salle, IL, and milepost 43.36 at Zearing, IL, a distance of approximately 24.7 miles in Ogle, La Salle, and Bureau Counties, IL.

The transaction is related to Surface Transportation Board (“STB”) Finance Docket No. 34559, Illinois Railnet, Inc. – Trackage Rights Exemption – The Burlington Northern and Santa Fe Railway Company, wherein BNSF will grant IR: (1) limited local trackage rights for the purpose of servicing customers on BNSF in and around Oregon, and (2) limited overhead trackage rights for the purpose of interchanging traffic between BNSF and IR and accommodating light power moving over BNSF’s lines between milepost 98.49 near Oregon, and milepost 86.57 near Flag Center, IL, and between milepost 43.36 near Zearing, and milepost 40.73 near Montgomery, IL.

From the simple, sparse filings required by the Class Exemption regulations, it is impossible to ascertain if they are arm’s length transactions which carry out Rail Transportation Policy set forth at 49 U.S.C. § 10101, particularly subparagraph (11) concerning employee wages and safety and suitable working conditions. As provided in 49 U.S.C. § 10902, the STB must ensure that the transaction serves the “public convenience and necessity.” Employee concerns, the shippers’ needs, the transportation system, and maintenance of fair and reasonable rates are all matters that the agency needs to look to in ruling that the “public convenience and necessity” have been met.

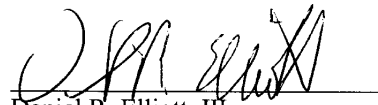
Moreover, it has been brought to UTU's attention that the IR has been performing service over what appears to be mainline trackage from MP 98.49 near Oregon, IL to MP 101-2, servicing the sand plants west of the junction near this marker.

In the instance case, UTU submits that the Notice of Exemption in Finance Docket No. 34549 be rejected and that the matter raised herein as to whether BNSF and IR have followed the proper procedures in this selling of tracks be the subject of an inquiry.

CONCLUSION

Based upon the foregoing reasons and authorities, the United Transportation Union respectfully submits that the Notice of Exemption in this Docket should be rejected. Pursuant to 49 C.F.R. § 1121.2, UTU is also seeking discovery at the same time as it is filing this Petition.

Respectfully submitted,

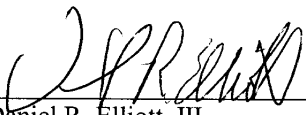


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CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing United Transportation Union's Petition to Revoke Exemption has been served this 20th day of January, 2005 via first-class, postage pre-paid mail upon the following:

John D. Heffner
1920 N. Street, N.W., Ste. 800
Washington, DC 20036



Daniel R. Elliott, III